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DISTRICT
O'NEAL

THE HARROLD FAMILY
LIMITED PARTNERSHIP

Debtor.

CASE NO.: 01-16128-BHL-11

1. Your applicant filed its petition for reorganization under Chapter 11 of the Bankruptcy Code on October 18, 2001.

2. Your applicant wishes to employ as counsel Leonard Opperman and the law firm of KUNZ & OPPERMAN, duly admitted to practice in this Court.

3. Applicant has selected Leonard Opperman for the reason that such attorney has experience in matters of this character, and is well qualified to represent the above named debtor in this proceeding.

4. The professional services to be rendered in this proceeding include the preparation of pleadings and motions on behalf of the debtor, the investigation of facts respecting the estate, consultation with respect to formulating a plan of reorganization, continued operation of applicant's business and management of its property and performance of all other legal services for your applicant which may become necessary herein.

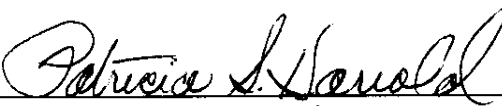
5. Based upon the Declaration attached hereto, applicant believes that Leonard Opperman has no connection with the debtor or any other party in interest, nor does he represent unsecured creditors, or any interests adverse to the estate in the matters upon which he is to be engaged, and his employment would be in the best interests of the estate.

6. Your applicant as debtor and counsel have reached an agreement that the retainer being paid Leonard Opperman will be billed against and drawn upon a monthly basis in accordance with the firm's professional and paraprofessional hourly rate in effect at the time of the rendering of the particular service together with reimbursement of out of pocket expenditures, subject to final approval by the Bankruptcy Court and subject further to the right of the debtor in possession to object to any interim or final application for approval of compensation filed by Leonard Opperman. A copy of the engagement letter between the debtor and counsel is attached and designated as Exhibit "A".

7. The entering of an Order in accordance with the arrangement reached between the debtor and its counsel in this proceeding insures a procedure that will enable the review by this Court of all applications for allowances yet reduces the undue financial burden to professional persons whose services are required in this proceeding.

WHEREFORE, your applicant prays that it be authorized to employ and appoint as its counsel Leonard Opperman and the firm KUNZ & OPPERMAN, 135 N. Pennsylvania, Suite 1750, Indianapolis, IN 46204 (317) 684-6060, and that KUNZ & OPPERMAN be authorized to bill against and draw upon the retainer on a monthly basis as said forth herein subject to final approval of the Court and seeks such further relief as is just and proper.

THE HARROLD FAMILY LIMITED PARTNERSHIP

BY: 
Patricia S. Harrold, General Partner

Leonard Opperman (9765-49)
KUNZ & OPPERMAN
135 N. Pennsylvania
Suite 1750
Indianapolis, IN 46204
(317) 684-6060

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing has been served this Nov. day
of ~~October~~, 2001, by mailing a copy of same in the U.S. first class mail, postage prepaid, addressed
as follows:

U.S. Trustee
101 W. Ohio Street
Indianapolis, IN 46204

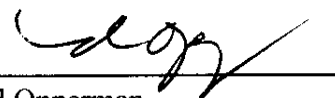

Leonard Opperman

EXHIBIT A
KUNZ & OPPERMAN, P.C.
ATTORNEYS AT LAW
135 N. PENNSYLVANIA STREET
SUITE 1750
INDIANAPOLIS, INDIANA 46204-1959

LEONARD OPPERMAN
KATHRYN M. KUNZ
CHRISTOPHER A. POLING
CHARLEYNE L. GABRIEL
OF COUNSEL
EDWARD B. HOPPER II
SYDNEY F. ARAK

TELEPHONE
(317) 684-6060

TELECOPIER
(317) 684-6061

E-MAIL
LAWYERS@KOLAW.ORG

October 24, 2001

Patricia S. Harrold
The Harrold Family Limited Partnership
9343 Seascapes Drive
Indianapolis, IN 46256

Dear Patty:

The purpose of this letter is to confirm the engagement of Kunz & Opperman, P.C. as legal counsel for The Harrold Family Limited Partnership with regard to the Chapter 11 bankruptcy proceeding.

While I will be primarily responsible for this matter, other members of our firm may, on occasion, be assigned to deal with specific problems associated with these matters. In addition, depending on the nature of the legal issues, certain activities may be assigned to associates and paralegals.

Services of the firm's professionals and paraprofessionals are billed at hourly rates. These rates may be adjusted from time to time based upon changes in our firm's billing practices. Our current rates range from \$125.00 per hour to \$225.00 per hour depending on the rate of the particular attorney performing the service. In addition to the charges associated with professionals and paraprofessionals, the firm charges for court costs and other filing or recording fees advanced, deposition and transcript charges, witness fees, long distance telephone calls, facsimile charges, duplicating, courier service, meals associated with working meetings, and costs associated with travel outside the City of Indianapolis, including automobile or air travel.

You have paid Kunz & Opperman, P.C. a retainer of \$15,000.00. The retainer will be placed in our firm's retainer account and drawn upon pursuant to the terms of this letter. As this matter progresses, the firm reserves the right to request additional retainer deposits, which will be a requirement of our continued involvement.

A statement of the firm's services and related charges containing the date, attorney and/or paraprofessional performing the service, and nature of the services will be provided on a monthly

The Harrold Family Limited Partnership

October 24, 2001

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basis. As a result of the nature of the services we will be rendering, it is difficult to estimate the firm's fees. However, we will strive to provide services on an economically efficient basis.

We are looking forward to working with you and sincerely hope that we are able to render services which you require in a manner which will be of the greatest assistance to you. I would appreciate your acknowledging this letter by signing and returning a copy to me in the enclosed envelope.

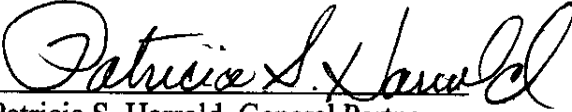
Sincerely,


Leonard Opperman

LO/pls

AGREED:

THE HARROLD FAMILY LIMITED PARTNERSHIP

By: 
Patricia S. Harrold, General Partner